**IN THE HIGH COURT OF JUDICATURE AT BOMBAY**
**ORDINARY ORIGINAL CIVIL JURISDICTION**

COMPANY PETITION NO.469 OF 2006 WITH C.A. NO.677 OF 2006

Balsara Hygiene Products Ltd.
..Petitioner Company.

WITH

COMPANY PETITION NO.470 OF 2006 WITH C.A. NO.678 OF 2006

Besta Cosmetics Limited.
..Petitioner Company.

AND

COMPANY PETITION NO.471 OF 2006 WITH C.A. NO.679 OF 2006

Balsara Home Products Limited.

..Petitioner Company.

Mr. Virag Tulzapurkar with Rajesh Shah i/by Rajesh Shah & Co. for the Petitioners.

Mr.Cyrus Ardeshiv with Mr. Jayesh Vyas i/by Bilawala & Co. (Objectionist in C.P. No.471/2006).

Mr. Gopal Madhogaria, Commercial Manager of Black Magic Motion Pictures Ltd. present.

Mrs. K.V. Gautam, Dy. Official Liquidator present.

Mr. C.J. Joy with R.C.Master i/by. S.S.Sarkar for the Regional Director.

**CORAM : R.S. MOHITE,J.**
**DATED : 08/9/2006.**

**P.C.**

1. Company Petition No.469 of 2006 has been filed by Balsara Hygiene Products Ltd., Company Petition No.470 of 2006 has been filed by Besta Cosmetics Ltd and Company Petition No.471 of 2006 has been filed by

Balsara Home Products Ltd. All these companies are transferor companies who seeks amalgamation with Dabur India Limited in terms of the Scheme of Amalgamation and arrangement which is annexed at Exh."E" to Company Petition No.469 of 2006. The transferee company had filed a petition for sanction of the said scheme in the Delhi High Court and the same petition being Petition No.181 of 2006 is still pending.

2. According to the petitioners they have complied with all the statutory requirements under the Companies Act.A copy of this petition was sent to the Regional Director, Western Region who after obtaining report from the Registrar of Companies and after examination of the said report from various points has stated that he does not find the scheme to be prejudicial to the interest of the creditors, shareholders and the public. The Official Liquidator has also filed a report. From the said report, it can be seen that bad debts have been written off by one of the transferor company Balsara Home Products Ltd. but the Chartered Accountant has explained that the said bad debts are in the usual course of business. After considering the audit report, the Official Liquidator has stated in the report that the affairs of the transferor companies have not been conducted in a manner prejudicial to the interests of its members or to public interest.

3. Taking into account the aforesaid facts, I find no reason as to why these company petitions should not be allowed. All the aforesaid company petitions are therefore, allowed in terms of prayer clause (a) to (d) and sanction to the scheme is granted subject to the decision of the Delhi High Court in Company Petition No.181 of 2006 filed by the transferee company.

4. Each of the petitioner companies shall pay costs of Rs.2500/- to the Regional Director and to the Official Liquidator. The said costs will be paid within four weeks from today.

5. It may be stated that an objection was received from one of the unsecured creditor i.e. Black Magic Motion Pictures Ltd. They claimed an amount of Rs.7,81,050/- as due and payable to them being unpaid balance from a larger bill amount, as per the particulars of claim mentioned in Exh.."G" to an affidavit of one Gopal Madhogaria dated 25.8.2006. The Advocate for the Petitioners states that a cheque for almost the entire amount is given today. Same is accepted and the balance amount will be paid within two days from today. The Advocate appearing for the unsecured creditor upon taking instruction of Mr. Gopal Madhogaria states that he is not pressing the objection.

6. All the parties to act on a copy of this order duly certified by the Company Register. Making up of a drawn up order is dispensed with. All the petitions stand disposed of accordingly.

**(R. S. MOHITE, J.)**